



Please do not  
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binding margin



Please complete  
legibly, preferably  
in black type, or  
bold block  
lettering

\*Insert full name  
of Company

†Please indicate  
whether you are  
a Solicitor of  
the Supreme  
Court (or in  
Scotland 'a  
Solicitor')  
engaged in the  
formation of the  
Company, or  
a person named  
as director or  
secretary of the  
company in the  
statement  
delivered under  
section 21 of the  
Companies Act  
1976

THE COMPANIES ACTS 1948 TO 1981

# Declaration of compliance with the requirements on application for registration of a company

# 412

Pursuant to section 3(5) of the Companies Act 1980

For official use

Company number

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1798623	
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Name of Company

THE JOSEPH WILSON ESTATE MANAGEMENT COMPANY

Limited

I, RICHARD GEORGE CONNOR

of 12 Oxford Street, Whitstable in the County of Kent

do solemnly and sincerely declare that I am† a Solicitor of the Supreme Court engaged  
in the formation of the Joseph Wilson Estate Management Company

of

Limited

and that all the requirements of the Companies Acts 1948 to 1981  
in respect of the registration of the said company  
and of matters precedent and incidental thereto have been complied with.  
And I make this solemn Declaration conscientiously believing  
the same to be true and by virtue of the provisions of the  
Statutory Declarations Act 1835

Declared at 26 Oxford Street Whitstable  
in the County of Kent

Signature of Declarant

Richard G. Connor

the 16th day of February

One thousand nine hundred and Eighty Four

before me Martyn L. Hewett

A Commissioner for Oaths or Notary Public or Justice of the  
Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths

MARTYN LLOYD HEWETT

Presenter's name, address and  
reference (if any):

For official use

New companies section

Post room



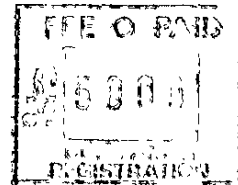
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THE COMPANIES ACTS 1948 to 1981

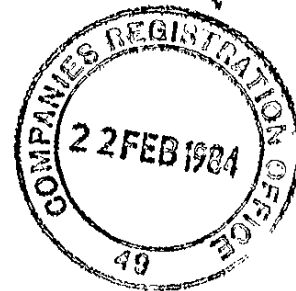
21-2-84

1798623 3



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION OF



THE JOSEPH WILSON ESTATE MANAGEMENT COMPANY LIMITED /

1. The Name of the Company is "THE JOSEPH WILSON ESTATE MANAGEMENT COMPANY LIMITED". /

2. The registered office of the Company will be situate in England. /

3. The objects for which the Company is established are:-

(a) To acquire and hold the freehold to the Communal Land to the property known as The Joseph Wilson Industrial Estate, Millstrood Road, Whitstable, Kent ("the Estate")

(b) To manage and administer the Estate

(c) To provide services to the owners of industrial units on the Estate ("the Unit Owners")

(d) To grant such easements rights and privileges containing such covenants provisions and conditions as may be requisite to secure to the Unit Owners the full enjoyment of their respective units

(e) To execute and do all such other instruments acts and things as may be requisite for the purpose of ensuring the efficient management and administration of the Estate

(f) To purchase take on lease or in exchange or otherwise acquire freehold and leasehold property or any interest in or over the same

(g) To apply for purchase or by other means acquire and protect any licences protections and concessions or other rights which may appear likely to be advantageous or useful to the Company

(h) To borrow and raise money in any manner and on any terms

(i) To do such other things as are incidental or conducive to the attainment of the above objects or as are calculated to enhance the value and beneficial advantage of the Estate and Units comprised therein

15 08 187  
35206

4. The liability of the members is limited

5. The share capital of the Company shall be £50 divided into fifty shares of £1. each

6. No person shall be admitted to the membership of the Company other than the subscribers hereto and the owners from time to time of the units comprised in the Estate, Section 23 of the Companies Act 1948 shall not apply to this paragraph

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company, in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
--	---

GRABER RICHARD WILSON  
FOURWIND CLAPHAM HILL WHITSTABLE  
KENT DIRECTOR. *[Signature]* 1 ONE.

JUDITH WILSON  
'FOUR WINDS' CLAPHAM HILL WHITSTABLE 1 ONE.  
HOUSEWIFE KENT. *J. Wilby*

Dated 16/2/84

Witness to the above Signatures:-

*[Signature]*

*Kenneth B. B. B.*  
12 Oxford Street  
Whitstable Kent.  
Legal Executive

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION OF

THE JOSEPH WILSON ESTATE MANAGEMENT COMPANY LIMITED

1. The regulations of Table A set out in the First Schedule to the Companies Act 1948 (hereinafter called "Table A") shall be deemed to be incorporated in these Articles and shall apply to the Company insofar as the same are not varied by or inconsistent with these Articles

2. In these Articles -

(a) "The Estate" means the Joseph Wilson Industrial Estate, Millstrood Road, Whitstable, Kent

(b) "The Units" means the Units into which the Estate is divided

(c) "The Unit Owners" means the owners for the time being of the Units

(d) "The Developer" means George Wilson Developments Limited of Diamond Road, Whitstable, Kent

(e) "The Specified Fraction" means such percentages as the rateable value of a Unit bears to the total rateable values of all the Units erected or to be erected on the Estate

SHARE CAPITAL

3. (1) The initial share capital of the Company is £50 divided into fifty shares of £1. each

(2) Each share shall confer the following rights namely:-

(a) the right to receive notice of and to attend and address all General Meetings of the Company

(b) the right to one vote at General Meetings PROVIDED THAT no Unit Owner shall be entitled to more than one vote by virtue of having one or more share in the Company

(c) the right to the Specified Fraction of any surplus upon a winding up of the Company

## ISSUE OF SHARES

4. (1) A share may only be issued to a Unit Owner and only one such share shall be issued in respect of ownership of a single Unit

(2) All unissued shares shall be at the disposal of the Directors who shall upon the application of a Unit Owner for membership of the Company allot one share to him for each Unit owned by him

5. Where two or more persons are the Unit Owners of one Unit in the Estate they shall together constitute one member and the person whose name first appears in the register of members shall exercise the voting and other powers vested in such member

6. (1) Articles 7, 8 and 9 of Table A shall apply

(2) Save as aforesaid, Articles 2 to 21 of Table A shall not apply

## TRANSFER OF SHARES

7. (1) A share shall be transferred and may only be transferred simultaneously with a transfer of the Unit in respect of which it is held and to a person who as a result of such transfer becomes the Unit Owner for the time being of that Unit, and any such transfer shall not be made at a price in excess of the nominal value of the share

(2) The Directors may require the production of such evidence as they think fit for the purpose of satisfying themselves beyond doubt that this Article has been complied with before registering any proposed transfer of a share

8. If the holder of any share refuses or neglects to transfer it in accordance with the foregoing provisions of these Articles the Chairman for the time being of the Directors or failing him the other Directors shall forthwith be deemed to be duly appointed as the Attorney of that holder with full power in his name and on his behalf to execute complete and deliver a transfer of his share or shares to the person to whom it should be transferred in accordance with the foregoing provisions hereof and the Company may receive and give a good discharge for the purchase money and enter the name of the transferee in the register of members as the holder of transfer of the said share

9. Articles 24 and 26 of Table A shall not apply

10. Articles 33 to 46 of Table A shall not apply

## BUSINESS OF THE COMPANY

11. (1) Subject to the provisions of paragraph (2) of this Article the Directors shall endeavour so to carry on the business and activities of the Company as to secure that taking one year with another the Company makes neither a profit nor a loss

(2) The Directors may in their absolute discretion make provision for creating and setting aside a reasonable reserve fund for any general or particular purpose

(3) The Directors shall ensure that no dividend or other distribution is paid or made upon or in respect of any share in the capital of the Company

#### GENERAL MEETINGS

12. Articles 62 and 65 of Table A shall not apply

#### DIRECTORS

13. (1) Articles 76, 77, 79, 83, 107, 108 and 109 of Table A shall not apply

(2) Article 88 of Table A shall apply as if (a) had been omitted

14. The following powers of the Company shall only be exercisable by their Company in General Meeting

(i) the power to grant easements rights and privileges over the Company's property

(ii) the power to purchase on lease or in exchange or otherwise acquire freehold and leasehold property or any interest in or over the same

(iii) the power to apply for purchase or by other means acquire and protect any licences protections and concessions or other rights which may appear likely to be advantageous or useful to the Company

(iv) the power to borrow and raise money in any manner and on any terms

15. The Directors shall be entitled to their expenses incurred in the course of their duties but shall not be entitled to any remuneration

#### FURTHER PROVISIONS

16. Articles 114 to 122 and 128 to 129 of Table A shall not apply

17. The Company is a private company and accordingly:-

(1) the right to transfer shares is (in addition to the restrictions hereinbefore contained) restricted in accordance with the following provisions

(2) the number of members of the Company is limited to fifty PROVIDED THAT where two or more persons hold one or more shares in the Company jointly they shall for the purposes of this regulation be treated as a single member

(3) any invitation to the public to subscribe for any shares or debentures of the Company is prohibited

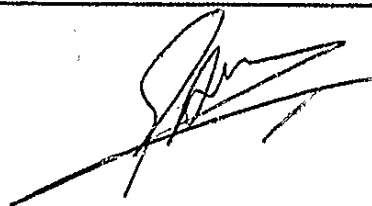
(4) the Company shall not have power to issue share warrants to bearers

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Names, addresses and descriptions of Subscribers

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GEORGE ARCHIBALD WILSON  
FOURWINDS CLAPHAM HILL  
WHITSTABLE KENT  
DIRECTOR.



JUDITH WILSON  
'FOUR WINDS' CLAPHAM HILL  
WHITSTABLE KENT  
HOUSEWIFE.



---

Dated 16/2/84

Witness to the above Signatures:-

Kenneth Y. Boxall /  
14 Oxford Street  
Whitstable Kent  
Legal Executive





# Statement of first directors and secretary and intended situation of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1

Please do not  
write in this  
binding marginPlease complete  
legibly, preferably  
in black type,  
bold block lettering

To the Registrar of Companies

For official use

1798623 / 5

Name of Company

THE JOSEPH WILSON ESTATE MANAGEMENT COMPANY

Limited\*

\* delete if  
inappropriateThe intended situation of the registered office of the company  
on incorporation is as stated below

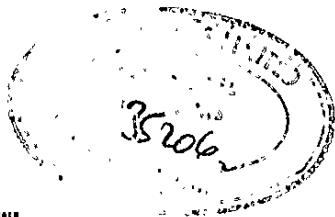
Millstrood Road, Whitstable, Kent

If the memorandum is delivered by an agent for the subscribers of  
the memorandum please mark 'X' in the box opposite and insert the  
agent's name and address below☐

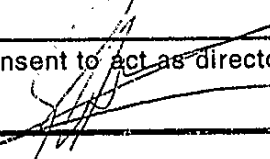

Number of continuation sheets attached (see note 1)

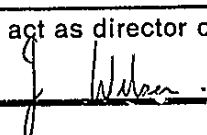
☐Presentor's name, address and  
reference (if any):For official use  
General section

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Jordan House, 47 Brunswick Place, London N1 6EE. Telephone: 01-253 3030 Telex: 261010

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company(note 2) are as follows:

Name (note 3) George Archibald Wilson	Business occupation IMPORTER/EXPORTER
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) Four Winds, Clapham Hill, Whitstable, Kent.	Date of birth (where applicable) (note 6)
Other directorships † WILSON INTERNATIONAL DISTRIBUTORS LTD., WILSON REFRIGERATION COMPONENTS LTD, GEORGE WILSON DEVELOPMENTS LTD., B.D.S LTD, MOTORE RICAMBI LTD., WILSON CARS LTD., TELEN PRINTING LTD.	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 16/2/84

Name (note 3) Judith Wilson	Business occupation HOUSEWIFE
Previous name(s) (note 3)	Nationality BRITISH
Address (note 4) Four Winds, Clapham Hill, Whitstable, Kent.	Date of birth (where applicable) (note 6)
Other directorships † NONE	
I hereby consent to act as director of the company named on page 1	
Signature 	Date 16/2/84

Name (note 3)	Business occupation
Previous name(s) (note 3)	Nationality
Address (note 4)	Date of birth (where applicable) (note 6)
Other directorships †	
I hereby consent to act as director of the company named on page 1	
Signature	Date

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**Important**  
The particulars to be given are those referred to in section 21(2)(a) of the Companies Act 1976 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this part of the form.

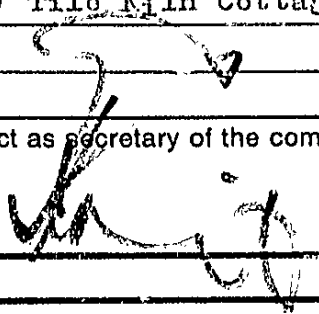
Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

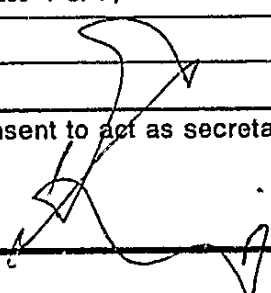
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Important  
The particulars  
to be given are  
those referred to  
in section  
21(2)(b) of the  
Companies Act  
1976 and section  
200(3) of the  
Companies Act  
1948. Please  
read the notes  
on page 4 before  
completing this  
part of the form.

The name(s) and particulars of the person who is, or the persons who are,  
to be the first secretary, or joint secretaries, of the company are as follows:

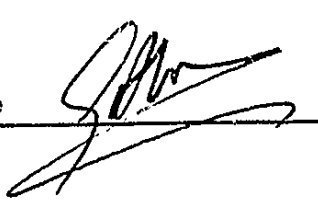
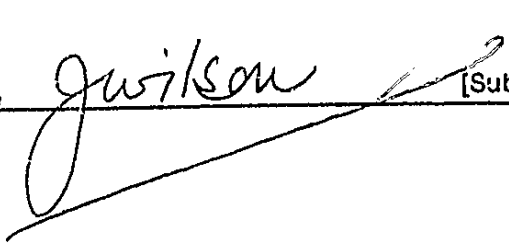
Name (notes 3 & 7)	PAUL GODDING
Previous name(s) (note 3)	
Address (notes 4 & 7)	Tilo Kiln Cottage, Tilo Kiln Hill, Blean, Kent.
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 16/2/84

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date

\* as required by  
section 21(3) of  
the Companies  
Act 1976

† delete as  
appropriate

Signed by or on behalf of the subscribers of the memorandum\*

Signature		[Subscriber] [Agent]†	Date	16/2/84
Signature,		[Subscriber] [Agent]†	Date	16/2/84

# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1798623

I hereby certify that

THE JOSEPH WILSON ESTATE MANAGEMENT COMPANY  
LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as  
a private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

9TH MARCH 1984

*A.K. Phillips*  
MRS. A.K. PHILLIPS  
an authorised officer